

## Constitution

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### Preamble

1. Ayurveda, the Science of Life, is a traditional medical system of India that is based on a holistic health care philosophy with a unique and scientific approach to health promotion, illness prevention and disease treatment.
2. The wisdom, scientific knowledge and practice of Ayurveda can help to significantly improve the health and well-being of an individual as well as of the society at large.
3. Ayurveda is recognised by the World Health Organisation (WHO) as a system of traditional medicine.<sup>1</sup>
4. In order to actively assist the development and implementation of appropriate statutory self regulation for Ayurveda in the UK, as well as for the purpose of promoting and monitoring ethical and professional practice of this traditional medical system, the Ayurvedic Practitioners Association was set up at 24 Linhope St, London, on 4<sup>th</sup> March 2005.

### Article 1 – Name and Address

1. The organisation shall be named “Ayurvedic Practitioners Association”, abbreviated APA and hereinafter shall be known by that abbreviation.
2. The registered office address of the APA shall be in the UK.

### Article 2 – Nature and Scope

1. The APA shall be registered in the UK as a private company limited by guarantee and not having a share capital.
2. The APA shall be registered and recognised as a legal and lawful entity within the legal framework of the UK.
3. The APA shall extend its activities throughout the UK and seek to co-operate internationally with individuals and organisations who share similar objectives.
4. The APA may remain in existence for an unlimited period. The voluntary dissolution of the APA shall be approved only in accordance with the articles of this constitution.

### Article 3 – Statement of Purpose

1. The APA has been established for the purpose of:
  - a. representing Ayurveda, the Science of Life, as an independent and comprehensive traditional system of medicine;

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<sup>1</sup> WHO Traditional Medicine Strategy 2002-2005. Document WHO/EDM/TRM/2002.1

- b. promoting and protecting the practice of authentic Ayurveda with a view to improving the health and well being of people in the UK and Europe;
- c. developing the profession, supporting all members and helping to create, promote and protect global unity among Ayurvedic professionals.

#### **Article 4 – Objectives**

1. The objectives of the APA are:
  - a. to ensure that the tradition of Ayurveda is maintained and protected as an independent system of medicine under UK and EU law;
  - b. to maintain a register of accredited Ayurvedic practitioners;
  - c. to enable all UK and international Ayurvedic professionals to register with the APA provided their qualifications conform with the accreditation standards set out by the APA;
  - d. to promote the APA and its members in such a way that they are recognised by the community, the government and the health industry as being synonymous with excellence and professionalism;
  - e. to ensure compliance of all members with the Code of Ethics and Professional Conduct of the APA;
  - f. to strengthen the professionalism of Ayurvedic practitioners by means of Continuing Professional Development (CPD) programmes;
  - g. to promote the international recognition of UK qualified Ayurvedic practitioners;
  - h. to provide the opportunity for overseas Ayurvedic professionals to work, lecture and teach in the UK as part of an ongoing promotion of academic and practical exchange between UK practitioners and international Ayurvedic professionals, scholars, institutions and organisations;
  - i. to encourage the spread of scientific information on Ayurveda and related subjects through lectures, exhibitions, publications, meetings, seminars, conferences and workshops;
  - j. to promote awareness of Ayurveda and its benefits both to individuals and the wider community as a means of empowering people in their health care choices;
  - k. to protect the public as well as the integrity of Ayurveda by ensuring that members only prescribe remedies and therapies that are determined safe and legal under UK and EU law, and only trade with approved suppliers who meet strict quality control criteria;
  - l. to ensure that all members are aware of the environmental impacts of manufacturing Ayurvedic products, to promote the use of sustainable raw materials for manufacturing Ayurvedic products, and to disapprove of and strongly discourage the use of endangered or threatened species as determined by the Convention on International Trade in Endangered Species (CITES) for manufacturing Ayurvedic products;
  - m. to maintain the authentic spirit of the ancient art and science of Ayurveda;
  - n. to cooperate with any individual or organisation with similar objectives.

#### **Article 5 – Powers**

1. The APA may do anything lawful that may be necessary in order to accomplish its objectives, including, but not limited by, the use of the following powers:
  - a. to represent and campaign on behalf of Ayurveda in relation to any current or intended law, statute, regulation, administrative or governmental action that may affect the practice of Ayurveda;
  - b. to ensure the safety of the public by implementing guidelines and procedures for strict adherence by members to the Code of Ethics and Professional Conduct and for compliance with the current Continuing Professional Development (CPD) policy;
  - c. to promote, encourage or undertake study or research and disseminate the results of such research;
  - d. to promote and advertise the activities of the APA;
  - e. to produce, print and publish anything in written, oral, visual or electronic media or any other medium in furtherance of the objectives of the APA;
  - f. to enter into any arrangements with governments, authorities or any person, company or association necessary to promote any of the objectives;
  - g. to establish support or join with any companies, institutions, societies or associations whose objectives are the same as or similar to the objectives of the APA;
  - h. to set up foundations or other appropriate legal bodies to facilitate realising the objectives of the APA;
  - i. to open and operate bank accounts and other banking facilities;
  - j. subject to any consents required by law, to raise funds and borrow monies, invite and receive contributions or grants or enter into contracts, seek subscriptions or raise monies in any other way;
  - k. to invest any money that the APA does not immediately need in any investments, securities or properties;
  - l. subject to any consent required by law, to buy, take on lease, sell lease or otherwise dispose of, hire charge or mortgage or acquire any land or property of any sort and give or receive any guarantee or indemnity;
  - m. to construct, alter, provide, manage, maintain, furnish and fit with all necessary furniture and other equipment the buildings and any other premises or structure or land which the APA may need for its objectives;
  - n. to insure any risks arising from the activities of the APA;
  - o. to employ and pay any employees, professionals or advisors;
  - p. to insure any and all of the members of the APA against the costs of a successful defence to any civil or criminal prosecution brought against any or all of them in respect of any act or omission which is or is alleged to be a breach of duty, unless the individual concerned knew

- that, or was reckless whether, the act or omission was a breach of duty;
- q. to make all reasonable and necessary provision for the payment of pensions and superannuation to employees;
  - r. to make such ex gratis payments as are considered reasonable and fair;
  - s. to pay all the expenses and costs of establishing the APA.

#### **Article 6 – Patrons**

1. The executive committee shall have the right to nominate members of the public who have made exceptional contributions to the cause of Ayurveda to become patrons of the APA.
2. Patrons shall be called upon to share of their wisdom and expertise to the executive committee and may at times be invited to act as ex-officio members of the executive committee. The executive committee shall have the right to terminate any patronage at any time.
3. The patrons shall not have any voting rights.

#### **Article 7 – Advisors**

1. The executive committee shall have the right to invite eminent professionals to serve as advisors to the APA.
2. The advisors shall advise and guide the executive committee in its activities.
3. The advisors shall not have any voting rights.

#### **Article 8 – Friends**

1. The executive committee shall have the right to nominate organisations or members of the public who express a keen interest in the APA activities to become friends of the APA.
2. Though individual friends of the APA may not necessarily aspire to become practitioners themselves, they shall be encouraged to participate and become involved in the overall development and promotion of Ayurveda in the UK.
3. The friends shall not have any voting rights

#### **Article 9 – Membership**

1. The number of members of the APA shall be unlimited.
2. The membership of the APA shall consist of:
  - a. full membership;
  - b. therapist membership;
  - c. student membership
  - d. honorary membership.

3. Membership of the APA shall be conferred on individuals only.
4. The executive committee of the APA shall keep at its office a publicly available register of all members showing their name, address and date of membership.
5. Full membership shall only be conferred on persons who are sufficiently qualified as Ayurvedic practitioners according to the standards set out by the APA and who are thus deemed competent to practice Ayurvedic medicine in the UK.
6. The executive committee shall determine the minimum standards of education and training in accordance with the statutory requirements of professional competence for good clinical practice and conduct that are expected for inclusion on the register as a full member.
7. All full members shall abide by the Code of Ethics and Professional Conduct of the APA.
8. All full members shall comply with the current policy of Continuing Professional Development (CPD) of the APA.
9. Full members who have recently graduated as Ayurvedic practitioners shall undergo a period of mentorship as specified by the education committee under the New Practitioner Scheme.
10. Therapist membership shall be conferred on:
  - a. Ayurvedic doctors from abroad who are in the UK with a student visa, or equivalent short-term visa that is without work permit or with a work permit that only allows a limited number of hours of work per week
  - b. Persons that are resident in the UK and meet the APA Therapist Criteria. Ayurvedic undergraduate students of degree courses in the UK that are recognised by the APA.
11. Honorary membership, subject to the approval of the executive committee and renewable after five years, is open to individuals that have made a significant contribution to the promotion or advancement of Ayurveda.
12. Every full member shall have one vote only. Associate and honorary members shall have no voting rights.
13. The executive committee shall have the right to refuse membership to any applicant that they decide does not share the ethics & vision of the APA or fulfil the full criteria for membership.
14. At its discretion the executive committee may create additional categories of membership with associated conditions and may amend or dissolve the membership categories so created. The decision of the executive committee shall be final in deciding the entitlement of membership categories.

15. The liability of the members is limited. Every member of the APA undertakes to contribute to the assets of the APA in the event of its being wound up while he or she is a member of the APA, or within one year afterwards, for payment of the debts and liabilities of the APA contracted before he or she ceases to be a member of the APA, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding one pound (per member).

### **Article 10 – Rights of Membership**

1. All members shall have the right to attend general meetings and discuss the agenda circulated and to vote thereon and shall be eligible for election as office bearers of the executive committee, provided they are registered as full members and meet the necessary criteria.
2. If at least one third of the full membership with voting rights submits in writing to the general secretary a complaint against any individual member of the executive committee, the general secretary has to place that application before the next meeting of the full executive committee for consideration.
3. In the case of the executive committee being unable to resolve the issue, the general secretary has to place the said application before the next general assembly meeting, where, with the approval of no less than two thirds of the votes of full members with voting rights present and expressed, a decision shall be arrived at.
4. If at least two thirds of the full members with voting rights present pass a vote of no confidence against any member of the executive committee, the said member shall resign immediately, and the general assembly shall elect a new member of the executive committee as per the procedures laid down in this constitution.
5. The executive committee can be dissolved, if no less than one third of the full membership with voting rights submits in writing to the general secretary a vote of no confidence, whereupon the general secretary must call a general meeting at which the vote of no confidence shall be passed, if at least two thirds of the full members with voting rights present and expressed vote in favour of such action.
6. Associate and honorary members shall have the right to attend general meetings and shall be encouraged to participate actively.

### **Article 11 – Subscriptions for Membership**

1. The executive committee shall fix the annual subscriptions for full and associate memberships of APA respectively as and when necessary. Honorary members are not required to pay any subscription.
2. Members not paying full renewal fees for membership of the APA within three months of the date of renewal will lose voting rights as from the day of lapsing and will be removed from the register at the end of the three months

grace period, unless there are extenuating circumstances and a separate arrangement has been negotiated.

3. A membership retention fee may be arranged for those who cease to practise in the UK for more than six months due to maternity leave, illness, absence abroad or any such reason. However, members on retention fee must comply with the requirements specified for such extenuating circumstances in the current CPD policy.

### **Article 12 – Termination of Membership**

1. The executive committee in the case of an appeal can terminate the membership of any member who has been judged to be in breach of the Code of Ethics and Professional Conduct of the APA.
2. Termination of membership may be decided by the executive committee with no less than two thirds of votes of the members of the executive committee present and expressed. Before voting, the executive committee must have stated the reasons for proposing the termination in writing and must have invited the member in question to present a case opposing such termination in writing or orally.
3. The person whose membership is terminated has no right to claim back membership fees, annual subscriptions, donations or any other facilities upon the termination of his or her membership.

### **Article 13 – General Assembly**

1. The general assembly shall consist of all members of the APA.
2. Full members with valid membership shall have the right to vote at general assembly meetings and to participate in any postal votes. Associate and honorary members shall be allowed to attend, but not to vote at, general assembly meetings.
3. The general assembly shall meet at least once every year at the annual general meeting as arranged by the executive committee. The first annual general meeting shall be held within eighteen months of the incorporation of the APA, after which not more than fifteen months must pass between one annual general meeting and the next.
4. All general assembly meetings except annual general meetings are called extraordinary general meetings. The executive committee shall have the right to call an extraordinary general meeting at any time if deemed necessary or if at least one third of all members with voting rights have signed and presented to the executive committee a request for an extraordinary general meeting.

5. The executive committee may invite any number of observers to any general meeting. Observers shall not be entitled to participate in any discussion or vote on any issue before a general assembly meeting.
6. Any business shall be done at general assembly meetings that the executive committee considers to be of importance and interest to the APA. At an extraordinary general meeting all business shall be treated as special business. At an annual general meeting all business shall be treated as special except the consideration of accounts and balance sheets, the appointment and report of auditors and the fixing of the payments to the auditors, the report of the executive committee and the election of the office bearers in place of those retiring.
7. An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least three months' notice in writing. Other meetings of the APA must be called by giving at least forty-five days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of meeting must be given to every member.
8. However, even if shorter notice is given than that mentioned above, a meeting shall be treated as having been correctly called, if it is agreed:
  - a. in case of an annual general meeting, by all members with voting rights; or
  - b. in case of any other meeting, by at least two thirds of all members with voting rights.
9. Business shall be done at a general assembly meeting only if a quorum of full members is present when the meeting begins to deal with its business. A quorum is twenty percent of all members with voting rights or, where that is a fraction, the nearest whole number more than twenty percent.
10. If the meeting is called by the demand of full members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to another day, time and place as the executive committee shall decide. If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present shall be a quorum.
11. The president of the APA must preside as chairperson at every general meeting. If he or she will not be present within fifteen minutes after the appointed time or is unwilling to take the chair, the members of the executive committee present must elect one of the officers to be chairperson of the meeting. If no officer of the executive committee is willing to act as chairperson, or if no member of the executive committee is present within fifteen minutes after the appointed starting time, the members present must choose one of their members to be chairperson of the meeting.
12. The chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which



the adjournment took place. When a meeting is adjourned for thirty days or more, notice of adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting or of the business to be done at it.

13. A list of members present at general assembly meetings shall be prepared and kept by the general secretary, which shall include their name, address and signature of attendance.

#### **Article 14 – Procedures at General Assembly Meetings**

1. The chairperson shall be responsible for the proper and orderly conduct of the proceedings at meetings.
2. The minutes of the proceedings shall be recorded and presented at the next meeting by the general secretary for verification.
3. The business of meetings shall be done in the form of resolutions. A resolution shall have to be proposed by one member and seconded by another member. A resolution proposal shall be submitted in writing to the general secretary at least thirty days before the date of the meeting, whereupon the general secretary shall circulate copies of the proposal to the full membership at least fifteen days prior to the meeting. At the meeting, the member proposing the resolution shall have the right to state its purpose, aim and other relevant aspects.
4. The chairperson shall then call upon members to speak for and against the motion, maintaining a proper balance between the two sides. The chairperson shall have the duty of confining the discussion only to the issue of the motion and to see to it that no irrelevant matter is introduced into the discussion.
5. Decisions at meetings, except where otherwise provided, shall be arrived at by two thirds of the votes of all members with voting rights present and expressed.
6. Voting on a resolution shall be done by the show of hands unless a poll is demanded (before or after the result of the show of hands is declared). The chairperson or at least two full members present shall have the right to demand a poll. Unless a poll is demanded, the chairperson's declaration that a resolution has been carried or lost on a show of hands and an entry saying so in the minute book shall be conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.
7. A poll must be taken immediately, if it is correctly demanded to elect a chairperson or to decide upon an adjournment. Polls about other things shall be taken whenever the chairperson says so. Business that is not the subject of a poll shall be dealt with before or during the poll. The chairperson will

decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

8. Unless the law says otherwise, full members shall have the right to pass a valid resolution without a meeting being held, but for the resolution to be valid, it:
  - a. must be in writing;
  - b. must be signed by at least two thirds of all members with voting rights;
  - c. may consist of two or more documents in identical form signed by full members.

### **Article 15 – Executive Committee**

1. The executive committee is deemed to be the constitutional body of the APA and shall direct the APA's business. The executive committee shall have a minimum of seven and a maximum of twelve members.
2. The members of the executive committee shall be elected from among the full membership of the APA and shall not receive any remuneration, save as permitted in this constitution. The following shall be the office bearers of the executive committee:
  - a. president;
  - b. vice-president (at least one, but not more than two);
  - c. general secretary;
  - d. treasurer.
3. In order to qualify for election to the executive committee, members shall make a declaration of any interest, commercial or otherwise, in any way related to Ayurveda other than as an Ayurvedic practitioner. This includes any involvement, either individually or as part of a larger organisation, in the importation and/or the sale of Ayurvedic products or in the teaching of Ayurveda or in the writing or publishing of books concerning Ayurveda. Such a declaration of interest must be made to the executive committee at least four weeks before the election and must be circulated to all members before the assembly meeting. The executive committee shall have the right to exclude any member from standing for election to the committee who is deemed to have serious conflict of interest.
4. The members of the executive committee shall hold office for a term of two years, and may be re-elected once for a subsequent term of that same office. They may then stand only for a different office for a maximum of two terms of that office. Every member may hold up to two offices at a time.

5. A member of the executive committee shall cease to be a member, if he or she:
  - a. is removed from office in accordance with this constitution;
  - b. becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - c. becomes barred from membership of the executive committee due to any order made by a court or a legally constituted body;
  - d. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - e. resigns the office by notice in writing; or
  - f. is directly or indirectly involved in any contract with the APA and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or at the first meeting after the member became interested in the contract.
6. If any member of the executive committee fails to complete his or her term of office, the executive committee shall elect (at a meeting or by postal ballot) a successor. Such appointee shall serve the balance of the original term, and retain the privilege to be considered as a nominee for the subsequent term. Thereafter, the appointee shall also be eligible for election for a second full term, provided that the original term of office was one year or less.
7. The election of the executive committee including office bearers shall be held at the end of term of office at a general assembly meeting by a secret ballot. For the purpose of conducting the election, the executive committee shall appoint an election officer who shall have the power, subject to this constitution, to make rules for the proper conduct of the election. He or she shall not take part in contesting any post or cast a vote for any of the candidates. Any member with voting rights unable to attend the meeting shall have the right to vote by postal ballot. The declaration of the election results by the election officer shall be binding and final.
8. The executive committee shall provide representation at all relevant liaison and cooperation meetings with governmental and other professional bodies, and at any conferences, where the executive committee deems it beneficial for the APA to be represented. The president and one more officer of the executive committee, acting jointly, shall be authorised to represent the APA in court.
9. The executive committee may issue standing orders or rules to regulate or conduct any activities or projects of the APA, and may also make changes to policies and lay down by-laws to regulate matters for which no or incomplete rules or procedures have been laid down in the present articles of this constitution. Such standing orders, rules, policy changes or by-laws come into operation immediately, provided that they shall be subject to review by the

general assembly and shall not be in conflict with the law – even where there is no imperative law – or with the present articles of this constitution.

10. In the professed execution of their powers and duties the executive officers of the APA shall not be liable for any loss arising from any improper act or mistake of omission made in good faith or any other thing except wilful criminal wrongdoing or default on the part of the executive officer who is sought to be made liable and without prejudice to the generality of the foregoing shall not be liable for any loss to the property of the APA by reason of improper investment (so long as that officer shall have sought professional advise before making such investment) nor for the negligence or fraud of any agent of his or of the APA or employee of his or of the APA or other officer of the APA provided that reasonable supervision shall have been exercised or for joining in any receipts for the sake of conformity or for any bankers or other persons with whom moneys or effects belonging to the APA shall be lodged or deposited provided always that the provisions of this regulation shall have effect only as far as they are not rendered void by statute.
11. Without prejudice to any statutory or other right of indemnification, which they may have, every executive officer of the APA shall be indemnified out of the funds of the APA at all times in respect of each and every claim made against them or any of them whether in their capacity as officer or personally in respect of any liability arising or alleged to arise from matter act or default arising from or in respect of the APA its affairs administration or activities or any aspect of any of the same, provided always that the right to an indemnity under this regulation shall not extend to any claim arising from wilful or criminal wrongdoing or default on the part of the officer sought to be made liable, and provided further that the provisions of this regulation shall have effect only so far as they are not rendered void by statute.
12. A resolution in writing signed by all the members of the executive committee is as valid as if it had been passed at a properly held meeting of the APA. The resolution may consist of several documents in the same form signed by one or more members of the executive committee.
13. It may be discovered that there was some defect in the appointment of a member of the executive committee or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the executive committee is as valid as if there were no defects or disqualification.

#### **Article 16 – Officers of the Executive Committee**

1. The president shall be the chairperson at all meetings of the executive committee as well as the general assembly, and shall attend any high profile meetings outside the APA. He or she shall have the right to delegate this responsibility to any member of the executive committee. The president shall be responsible for the overall working of the APA and have the duty to see

that all proceedings are conducted in an orderly manner and within the rules to ensure that the integrity, constitution, ethics and vision of the APA are honoured.

2. The vice-president shall deputise for the president whenever the president is unable to attend a meeting, and shall also carry out any legitimate duties and/or responsibilities delegated by the president. He or she shall support the chairpersons of standing and sub-committees and assist in the overall smooth running of the APA.
3. The general secretary shall be responsible for the general administration of the APA. He or she shall be the first point of contact for enquiries by the general public and also the distributor of general information about the activities of the APA to the public, members and other practitioners. The general secretary is responsible for all communications and correspondences for the proper functioning of the APA and holds all the minutes of previous meetings. He or she shall be able to delegate his or her responsibilities to any willing member of the executive committee. With the approval of the executive committee, the general secretary may at any time enlist the aid of an assistant to administer the general functions of the APA and to take over all his or her duties in the event of the general secretary becoming unavailable due to illness or when other pressing needs arise.
4. The treasurer shall be responsible for all financial matters, funds and other movable assets of the APA. It will be his or her duty to see that:
  - a. all accounts are properly kept;
  - b. the property of the APA is correctly maintained;
  - c. all dues are collected;
  - d. all defaulters are notified;
  - e. all payments on behalf of the APA are made correctly;
  - f. no unnecessary expenditure is incurred;
  - g. means and methods are devised to raise funds for the APA;
  - h. duly signed receipts are issued to all subscribers;
  - i. statements of accounts are periodically prepared for the perusal of the executive committee as well as for presentation to the general assembly at annual general meetings. The treasurer shall have the power to appoint an auditor, if necessary, in prior consultation with the executive committee.

#### **Article 17 – Meetings of the Executive Committee**

1. The executive committee may meet, adjourn and run its meetings as it sees fit, subject to the rest of these articles.
2. The executive committee shall meet in person at least once in six months, and shall assemble by teleconference or other communication means at least once in three months. Written notice of a meeting shall be given at least

thirty days, and of the agenda at least fifteen days, prior to a meeting. Notice of a meeting need not be given to executive committee members who are out of their resident country.

3. The president, vice president or general secretary, or not less than three members of the executive committee, may call an emergency meeting by giving not less than seventy-two hours notice by written or other means of communication.
4. If any executive committee member is absent for three consecutive meetings without a good reason, the executive committee shall pass a resolution for his or her removal from office.
5. The quorum necessary for business to be done at executive committee meetings shall be at least two thirds of the members of the executive committee, subject to a minimum of five members. The executive committee may act despite any vacancy on the committee, but if the number of members falls below the quorum, it may act only to summon a meeting of the general assembly.
6. Decisions at executive meetings shall be arrived at by two thirds of the votes of the members present, provided there is a quorum.
7. The executive committee shall enter in the minute book all resolutions and proceedings of meetings and the names of the members present.

#### **Article 18 – Standing Committees**

1. The executive committee shall appoint the following standing committees including their officers:
  - a. education committee;
  - b. pharmacopoeia committee;
  - c. standards of practice committee;
  - d. public relations committee;
  - e. membership committee.
2. These standing committees shall be active under the supervision of the executive committee, to which they give account both on request and on their own initiative.
3. The composition of the standing committees shall consist of the chairperson, secretary and not more than five additional members. The chairpersons of these standing committees must be members of the executive committee. On request of any standing committee the executive committee may recruit ad hoc committee members for a particular task or project.
4. Standing committees may meet and adjourn as they see fit. For any business to be done at meetings, a quorum of three members shall be

present. Decisions at meetings shall be decided by at least two thirds of votes of the present committee members. The committee shall have minutes entered in minute books, of which copies shall be sent to the general secretary within two weeks.

5. If at any standing committee meeting the chairperson of a standing committee is not present within ten minutes after the appointed starting time, the members present may appoint one of their members to be chairperson of that standing committee for the meeting.
6. The executive committee may form other standing committees or sub-committees as the necessity arises and shall be authorised to co-opt any individual onto any of the committees so formed. The structure, procedures and scope of additional standing committees or sub-committees shall be decided at the time of appointment.
7. Once the mandate of a standing committee or sub-committee has been resolved, the executive committee shall have the right to dissolve the subordinate committee with at least two thirds of the votes of the full executive committee being in favour of the dissolution.

## **Article 19 – Finances**

1. The financial resources of the APA consist of:
  - a. subscriptions paid by full and associate members;
  - b. gifts, bequests, donations and legacies;
  - c. subsidies and grants;
  - d. any other resources or revenues resulting from the activities or investments of the APA.
2. All funds of the APA shall be kept in banks, building societies or share funds. The treasurer or general secretary shall have the right to keep a certain sum of money (as decided by the executive committee) to meet day-to-day expenses.
3. The income and property of the APA shall be applied solely towards the promotion of its objectives and no part of it shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members, and no member of the executive committee may be appointed to any office of the APA paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the APA save as permitted in this constitution.
4. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the APA shall indicate the name of the APA in full, and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the executive committee decides from time to time. Cheques shall be signed by the treasurer and the general secretary unless the executive committee decides otherwise.

5. In accordance with the law, the APA shall keep proper books of account that give a true and fair view of its financial state and explain all transactions. In particular, the books of account must show all:
  - a. amounts received and spent by the APA, and for what;
  - b. sales and purchases by the APA;
  - c. assets and liabilities of the APA.
6. The books of account shall be kept at the registered office of the APA or at other places decided by the executive committee and shall always be open to inspection by members of the executive committee. Other persons shall only have the right to inspect the books of account or documents of the APA, if law gives the right or if authorised by the executive committee or the general assembly.
7. The executive committee shall appoint properly qualified reporting accountants or properly qualified auditors, if the level income or assets of the APA from time to time makes this a legal requirement.
8. For each accounting period, the treasurer shall put before a meeting of the general assembly:
  - a. any statement of financial activities and income and expenditure accounts;
  - b. a report on the financial state of the APA as required by law;
  - c. a balance sheet; and
  - d. such other reports, statements or accounts as are from time to time required by law.
9. The following documents shall be sent to the executive committee members at least twenty-one days before a general assembly meeting:
  - a. a copy of every balance sheet (including every document required by law to be attached to it), which is to be laid before the executive committee at the general meeting;
  - b. a copy of any report from reporting accountants or auditors, and
  - c. a copy of the report of the executive committee members.
10. The executive committee must file with the company registrar the annual returns that are required.
11. Provided that no person shall be present during the discussion of or voting on any decision to make a payment or borrow money from or pay rent or give a benefit to that person, the APA may make the following allowed payments:
  - a. reasonable out-of-pocket expenses that any member has properly incurred in connection with the business of the APA;
  - b. reasonable and proper payment to any employee of the APA for any service actually rendered to the APA;
  - c. reasonable and proper remuneration to any member of the APA for any service actually rendered to the APA, provided that:



- i. such member shall be absent from all meetings at which the terms and conditions of his or her employment with or remuneration by the APA are discussed;
  - ii. such member shall not vote on any resolution relating to his or her employment or remuneration;
  - iii. the members of the executive committee are satisfied that his or her employment or remuneration, or that of his or her firm, is both necessary and expedient in the interest of the APA.
- d. reasonable and proper payment to an organisation or company of which a member of the APA holds not more than a hundredth of the capital;
  - e. interest on the money lent by any member of the APA, provided that the annual rate of interest must not be more than the base rate of one of the clearing banks or a rate of three percent, whichever is the greater;
  - f. reasonable and proper rent of premises demised or let by any member of the APA;
  - g. all reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in this constitution.

#### **Article 20 – The Seal**

1. Should the executive committee decide to use a seal, the executive committee shall provide safe custody of the seal.
2. The seal shall only be used as the authority of the executive committee or of a committee authorised by the executive committee to use it. The general secretary shall be the authorised person to use the seal of the APA, unless the executive committee decides otherwise.
3. Everything to which the seal is affixed shall be signed by a member of the executive committee and countersigned by the general secretary or by a second member of the executive committee or by some other person appointed by the executive committee for that purpose.

#### **Article 21 – Notices**

1. The APA may give notice to members either personally or by delivering it or sending it electronically or by ordinary post to their registered address. If a member lacks a registered address within the UK, notice may be sent to any address within the UK that he or she has given the APA for that purpose.
2. If a notice is sent by post, it shall be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. The notice or any letter so sent shall be deemed to have been received within five days of posting.
3. If a person entitled to receive a notice of a meeting does not receive it due to accidental omission or some other reason, this does not invalidate the proceedings of that meeting.
4. Notices of general meetings must be given to every member (except those who lack a registered address within the UK and have not given to the APA

an address for notices within the UK) and all reporting accountants or auditors of the APA. No one else is entitled to receive notices of general meetings.

#### **Article 22 – Code of Ethics and Professional Conduct**

1. The APA shall adopt, maintain, enforce and conspicuously publish and display to all members and the public a Code of Ethics and Professional Conduct, which shall be binding on all members of the APA.

#### **Article 23 – Continuing Professional Development**

1. The APA shall adopt, maintain, enforce and conspicuously publish and display to all members and the public a programme of Continuing Professional Development (CPD), which shall be binding on all members of the APA.

#### **Article 24 – Amendments to the Constitution**

1. Any proposal to amend the constitution shall be considered when submitted to the general secretary in writing, signed by at least one third of the full membership with voting rights or when recommended by at least two thirds of the members of the executive committee.
2. The general secretary shall send a copy of any considered amendment proposal together with any accompanying documents in support of the proposed changes within thirty days of the receipt of such written petition to all full members.
3. Amendments to the constitution can be made by a special resolution at a general meeting or by postal ballot of all full members of the APA. At least thirty days notice of the intention to pass such a special resolution shall be given to all full members. For such a resolution to pass and any amendments to be adopted, at least two thirds of all full members with voting rights must vote in favour of such action. Such a resolution may be passed even on shorter notice, if at least ninety-five percent of all full members with voting rights agree to it.
4. Changes to the constitution are to be notified by the general secretary to the appropriate legal and government institutions.

#### **Article 25 – Dissolution of the APA**

1. The power to dissolve the APA at any time rests with the general assembly.
2. A resolution to dissolve the APA must be passed by postal ballot. If at least one third of all members with voting rights put forward a proposal for the dissolution of the APA, the general secretary shall give not less than thirty days' notice of the terms of the proposed resolution and of the date on which the postal ballot will be counted. For the decision of the postal ballot to be valid, the ballot papers returned shall be at least two thirds of all possible

votes. The resolution to dissolve the APA shall be passed, if at least two thirds of the votes of the ballot papers returned are in favour of such action.

3. If the APA is wound-up or dissolved, and any property remains after all debts and liabilities have been met, the property must not be distributed among the members of the APA. Instead it must be given or transferred to some other institution or institutions that must have similar objectives to those of the APA and must prohibit the distribution of income and property among members.
4. The institutions shall be chosen by the executive committee members at or before the time when the APA is wound-up or dissolved, and if that cannot be done then the property shall be given to some other charity or charitable object.

### **Interim Arrangement**

For the time period until the complementary and alternative medicine council is established by the government and statutory self regulation is enacted, full membership with voting rights shall be granted to all persons with Ayurvedic qualifications or degrees deemed acceptable by the executive committee in order to ensure that the APA and its executive committee are pro-active and fully operational according to the constitution as well as truly representative of a wide range of current Ayurvedic practitioners in the UK.

This arrangement shall cease to exist when the stipulated time period for 'grandparenting' under statutory self-regulation is over and all Ayurvedic practitioners are required by law to meet the set qualification standards.

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